

MARVEL®

SPIDER-MAN®

ISSUE
15

BENDIS • PICHELLI • PONSOR



The bite of a genetically altered spider granted high school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.

Now the fledgling super hero tries to balance a full high school curriculum, a part-time job, a relationship with Gwen Stacy and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Spider-Man is now living with Johnny Storm, a.k.a. the Human Torch, and Bobby Drake, a.k.a. Iceman. Both have disguised themselves as his cousins and are going to school like normal kids.

A chameleon-like imposter overpowers Peter and takes his place in Peter's life. The phony Peter wreaks havoc on Peter's personal life, playing with the emotions of both Gwen Stacy and MJ. Fake Peter finally finds out who Peter Parker really is and uses his identity as Spider-Man to hold a crime wave through the city.

The Human Torch and Iceman eventually rescue Peter but the damage is done.



Writer
Brian Michael Bendis
Cover Art
Lafuente & Ponsor
Editor in Chief
Joe Quesada

Artist
Sara Pichelli
Assistant Editor
Sana Amanat
Publisher
Dan Buckley

Colorist
Justin Ponsor

Letterer
VC's Cory Petit
Senior Editor
Mark Paniccia
Executive Producer
Alan Fine

The Triskelion--S.H.I.E.L.D. Headquarters.
Last Night.
Carol Danvers, Director of S.H.I.E.L.D.

What am I going to do with you, Peter Parker?

I read your statement.

And just for the record I believe every word.

Johnny Storm and that punk ice kid are outside and they vouch for *all of it*.

Doesn't make *your* situation any less of a situation for *me*.

You see, I always saw you as a problem I inherited from Nick Fury.

Back when he was the head of S.H.I.E.L.D., he thought it was *cute* to have teenage super heroes running around and getting into trouble.

I don't think it's cute.

I think it's a nightmare waiting to happen.

And not just this nightmare that happened to you tonight.

What happened to you with these chameleon twins, or whatever they're going to call themselves, this is *legitimately* child's play.

We--I--I have a whole world to protect and I can't have dangerous teenage bombs waiting to go off running around the city.

I can't *have* it.

But I said to myself as long as this spider kid stays out of trouble...I'll leave him alone.

Well, as of today, you have not stayed out of trouble...

So what am I to do?

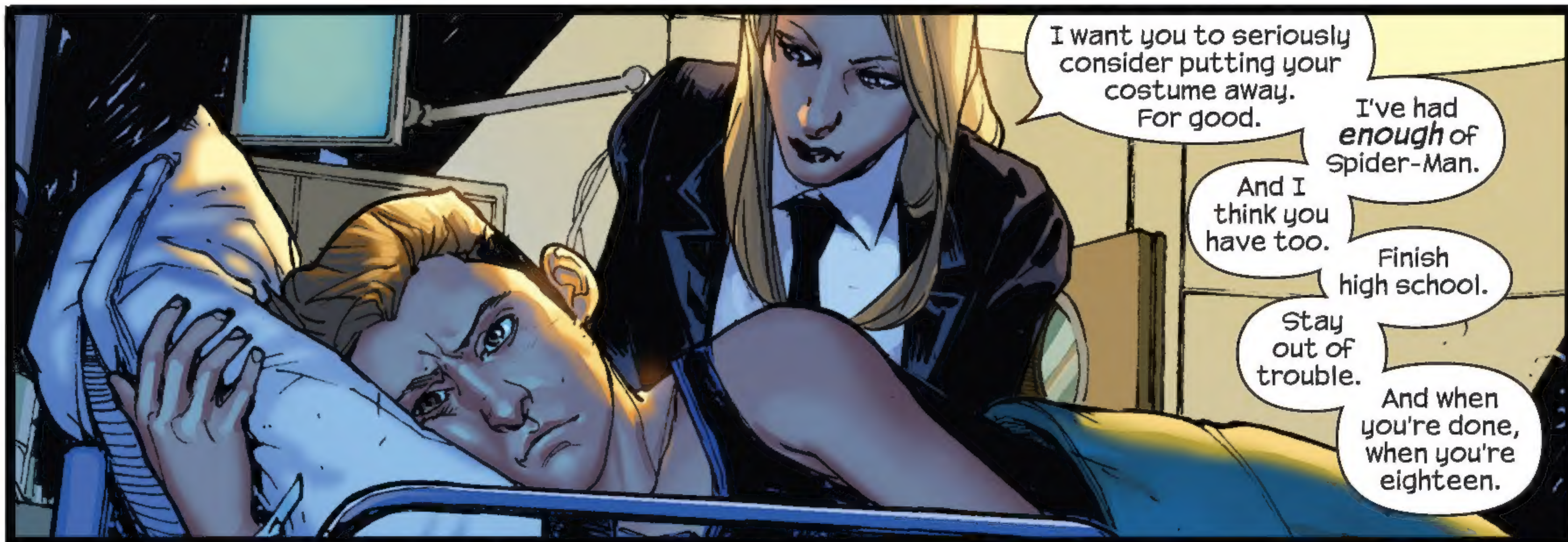


I am letting you go.

I think you've suffered enough.

And I think for all the help you've given us you certainly deserve the chance to try to put your little life back together.

But I want you to do me this:



I want you to seriously consider putting your costume away. For good.

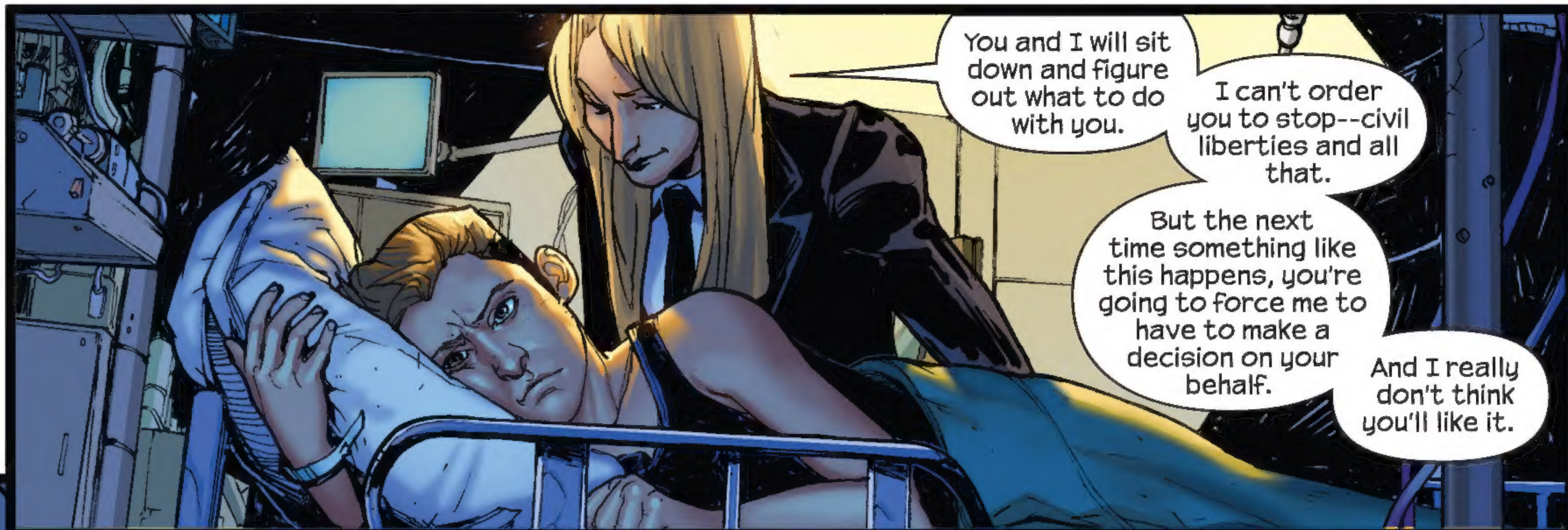
I've had *enough* of Spider-Man.

And I think you have too.

Finish high school.

Stay out of trouble.

And when you're done, when you're eighteen.



You and I will sit down and figure out what to do with you.

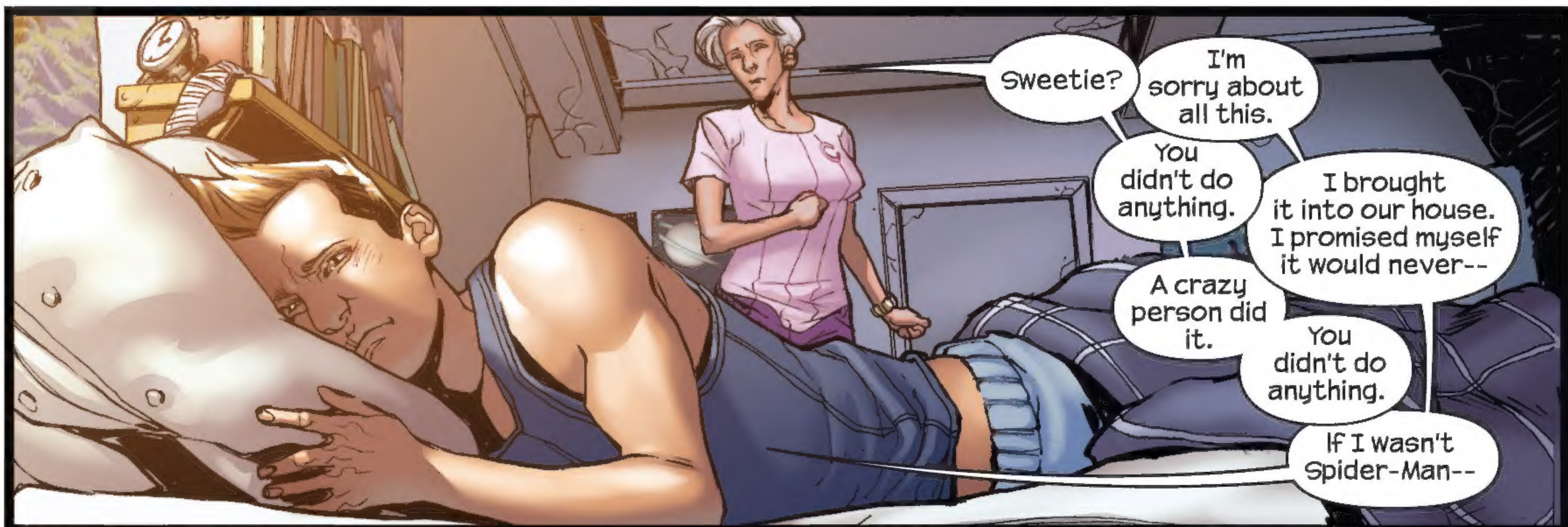
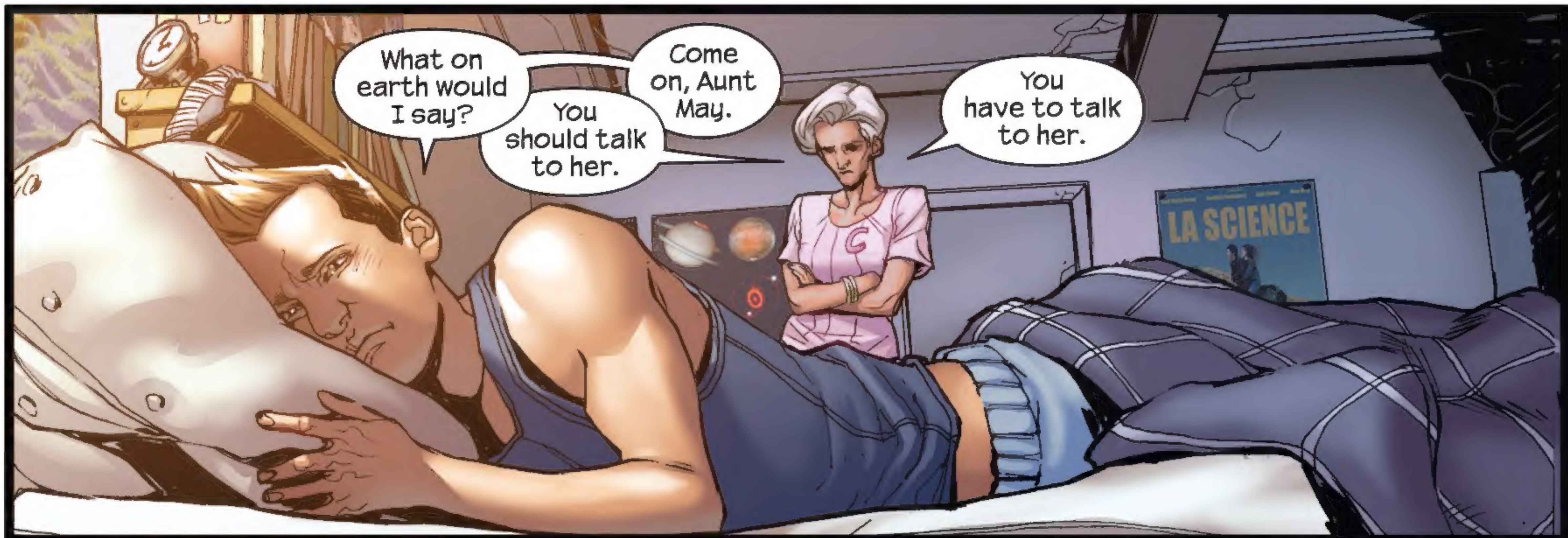
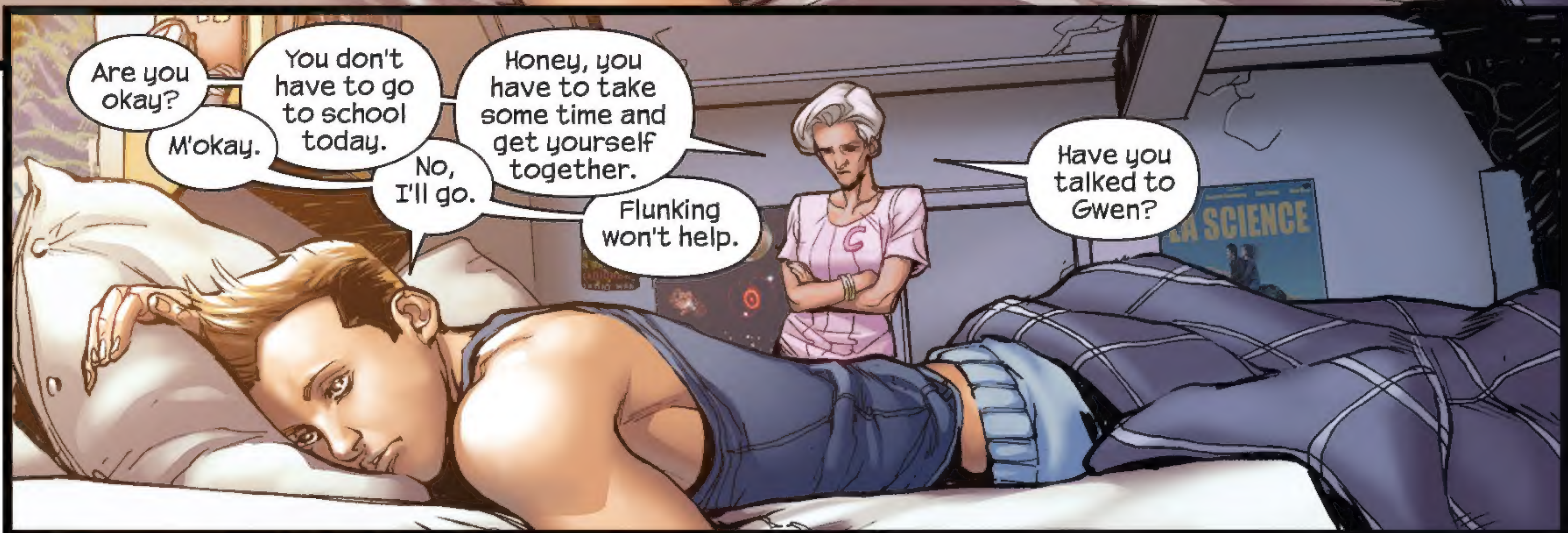
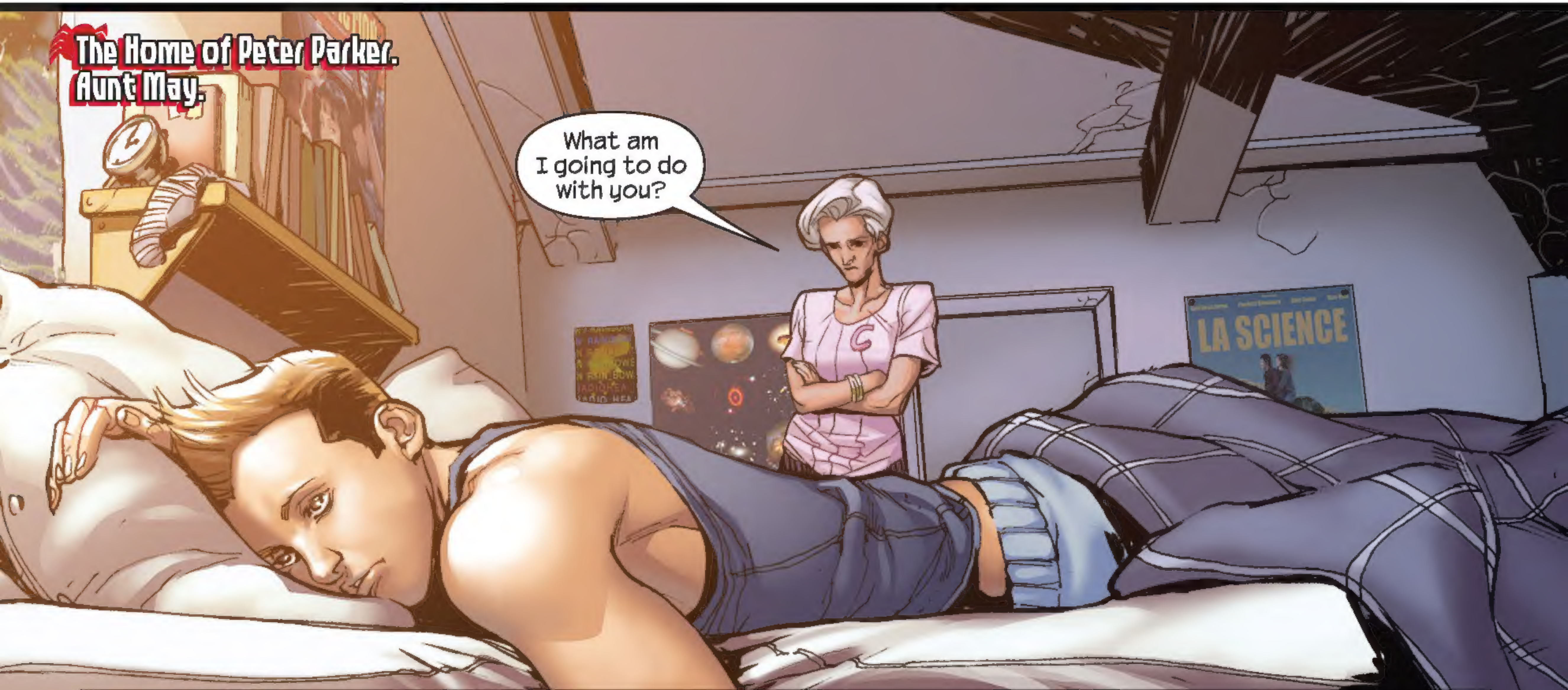
I can't order you to stop--civil liberties and all that.

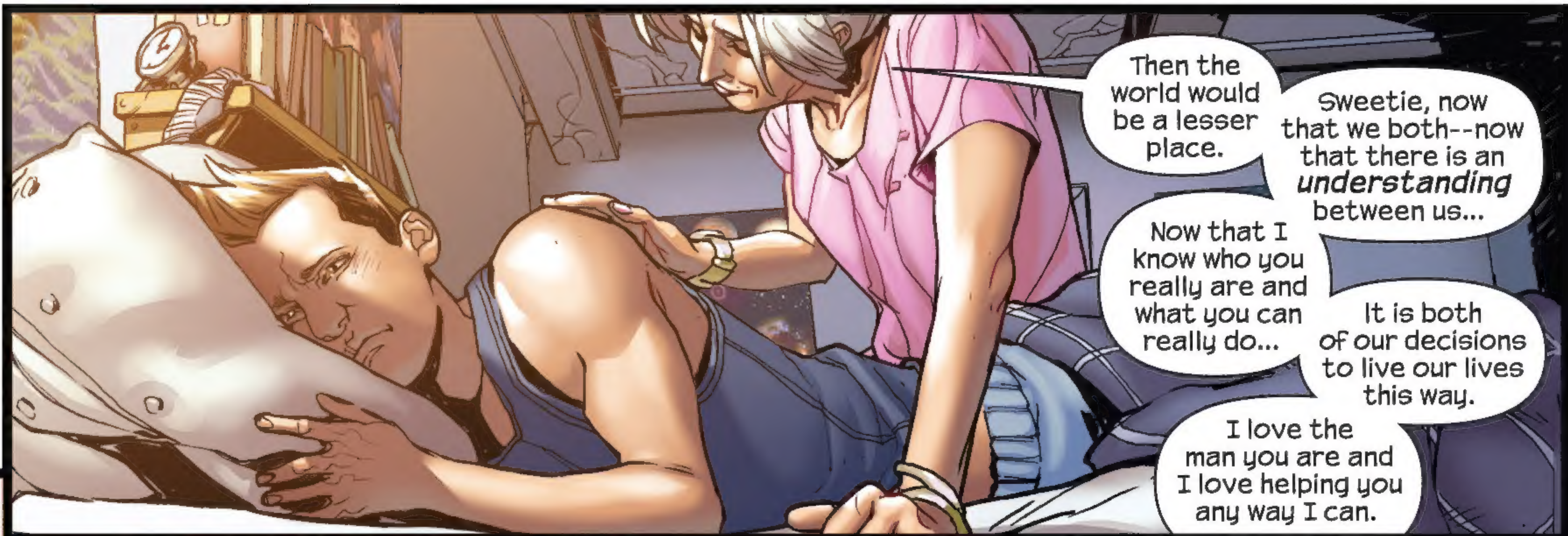
But the next time something like this happens, you're going to force me to have to make a decision on your behalf.

And I really don't think you'll like it.



Go home, Peter Parker.





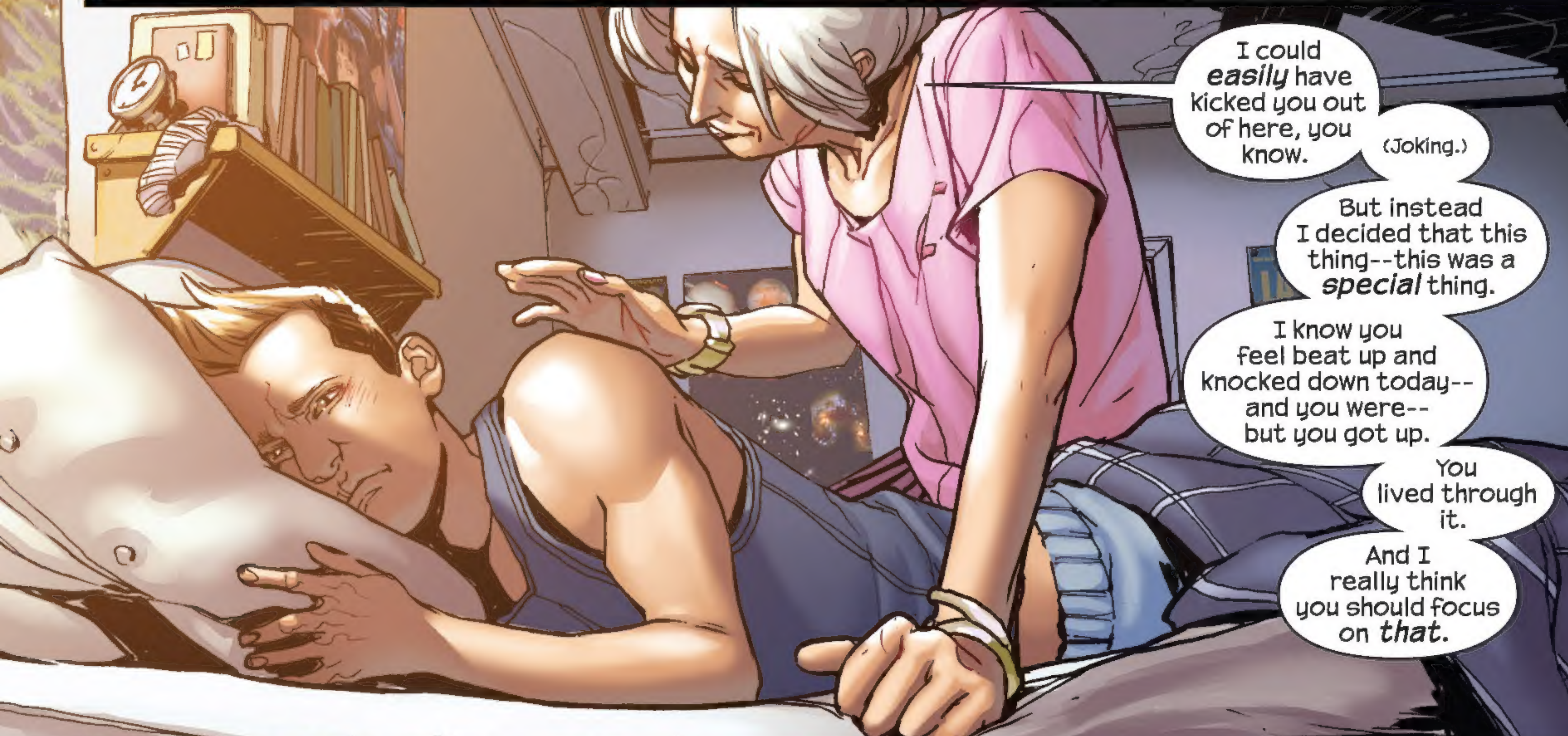
Then the world would be a lesser place.

Sweetie, now that we both--now that there is an **understanding** between us...

Now that I know who you really are and what you can really do...

It is both of our decisions to live our lives this way.

I love the man you are and I love helping you any way I can.



I could **easily** have kicked you out of here, you know.

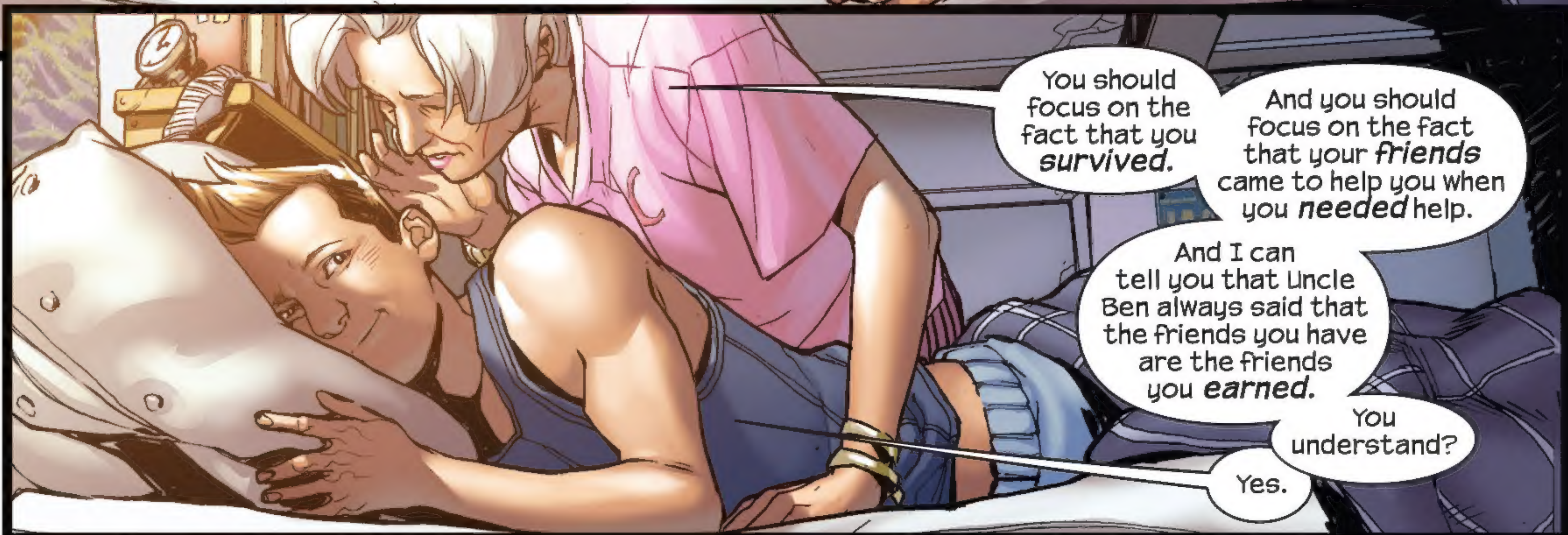
(Joking.)

But instead I decided that this thing--this was a **special** thing.

I know you feel beat up and knocked down today--and you were--but you got up.

You lived through it.

And I really think you should focus on **that**.



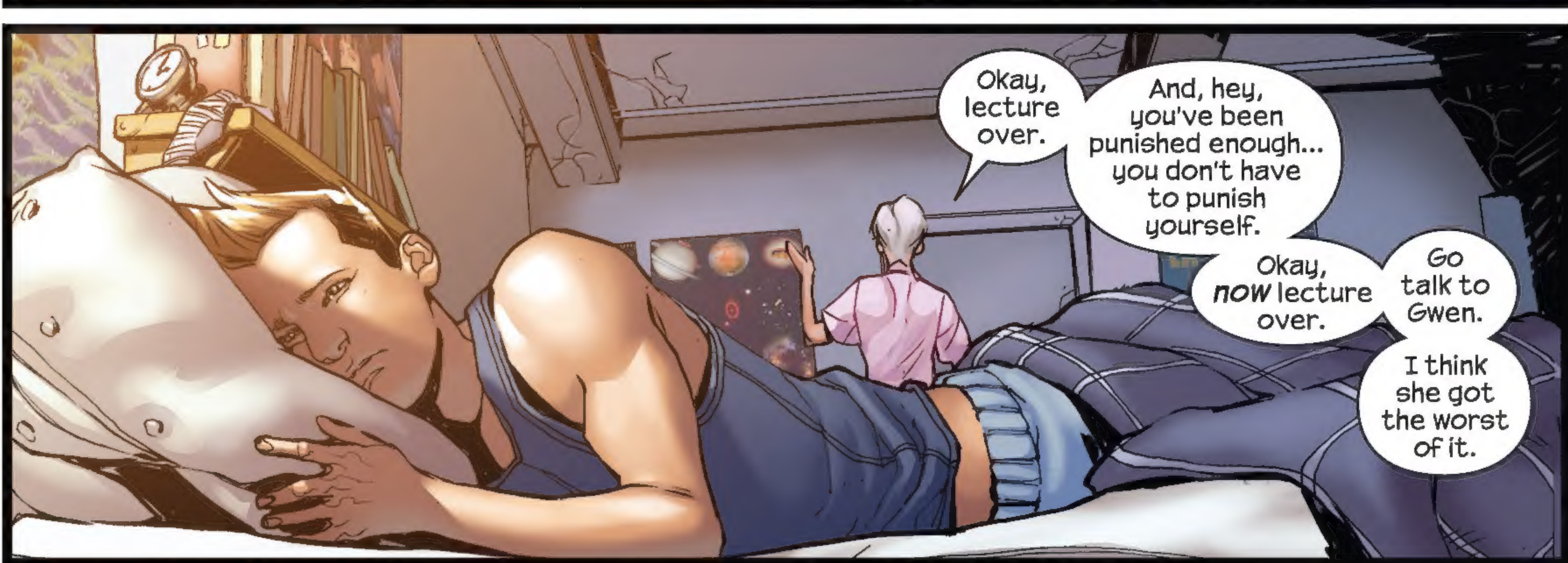
You should focus on the fact that you **survived**.

And you should focus on the fact that your **friends** came to help you when you **needed** help.

And I can tell you that Uncle Ben always said that the friends you have are the friends you **earned**.

You understand?

Yes.



Okay, lecture over.

And, hey, you've been punished enough... you don't have to punish yourself.

Okay, **now** lecture over.

Go talk to Gwen.

I think she got the worst of it.

Midtown High School Study Hall.
Mary Jane Watson.

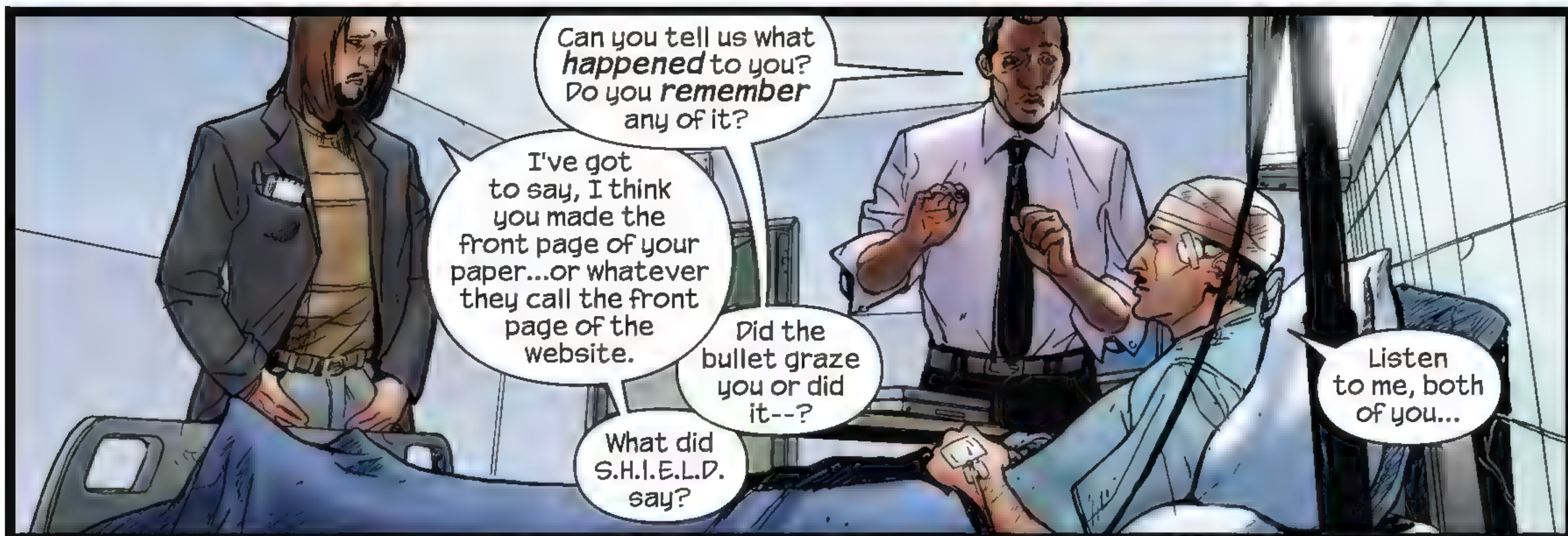
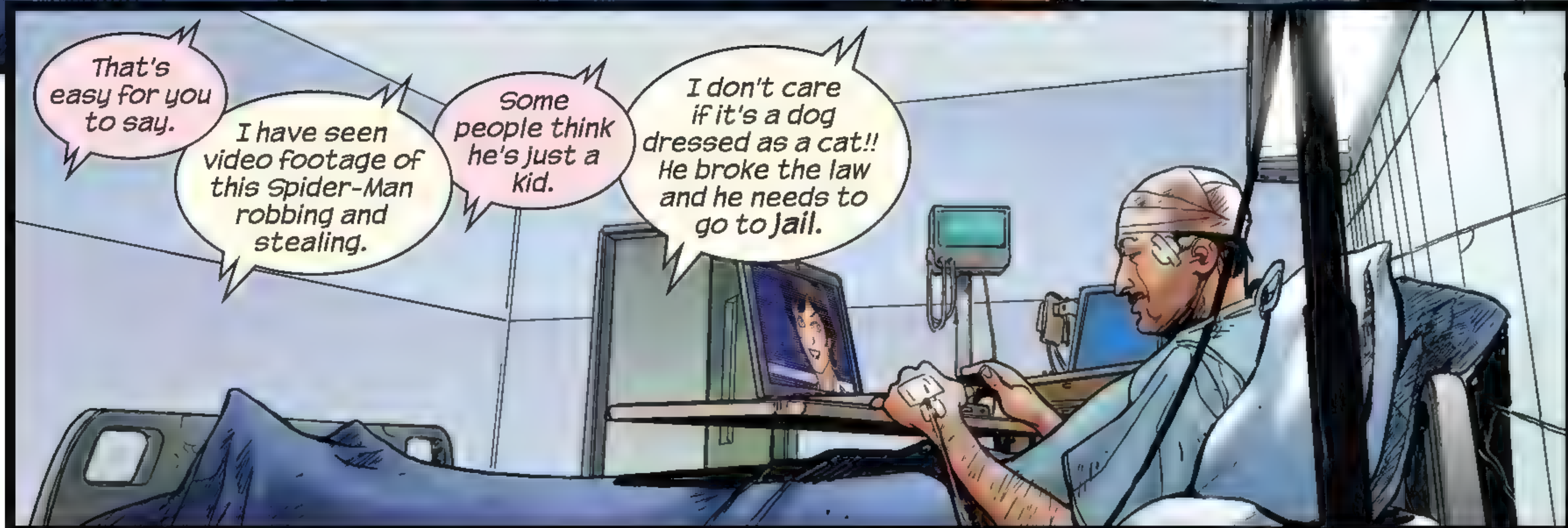
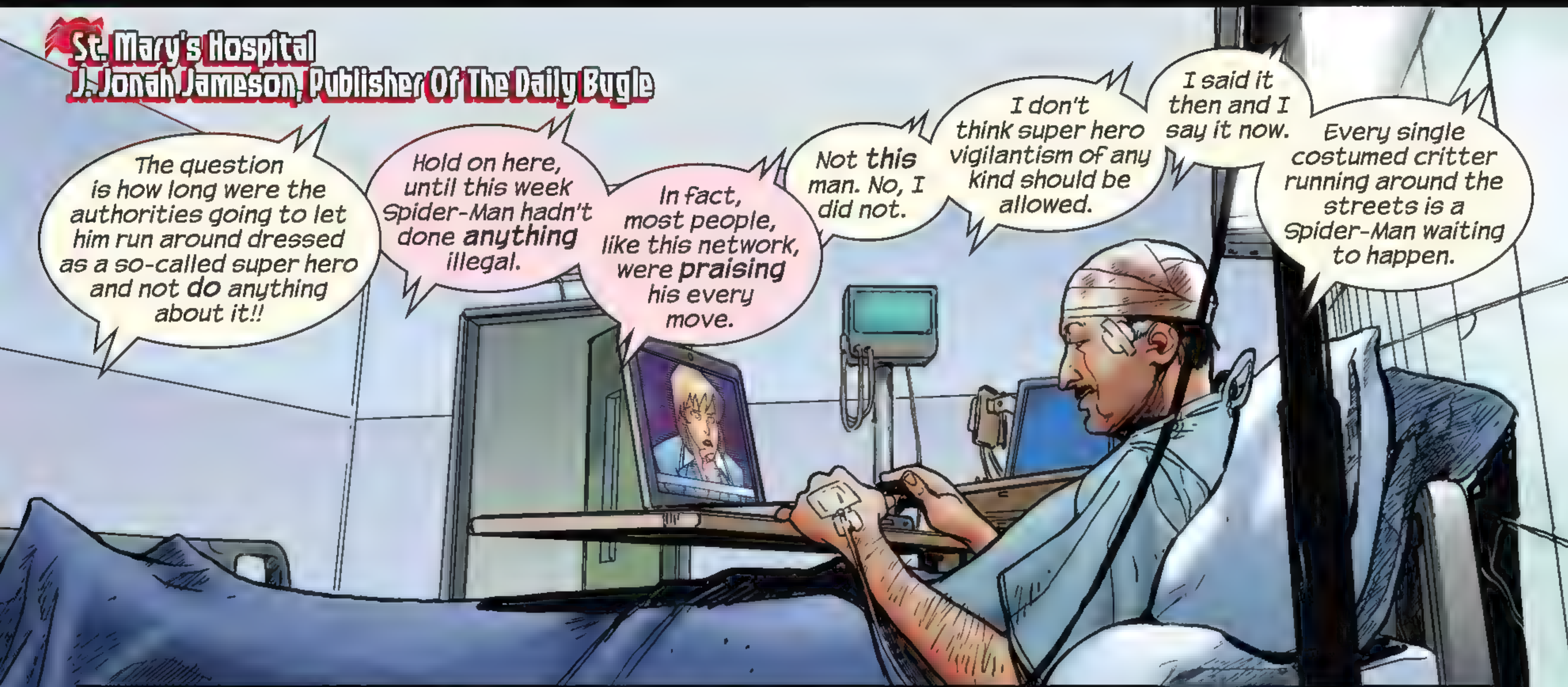


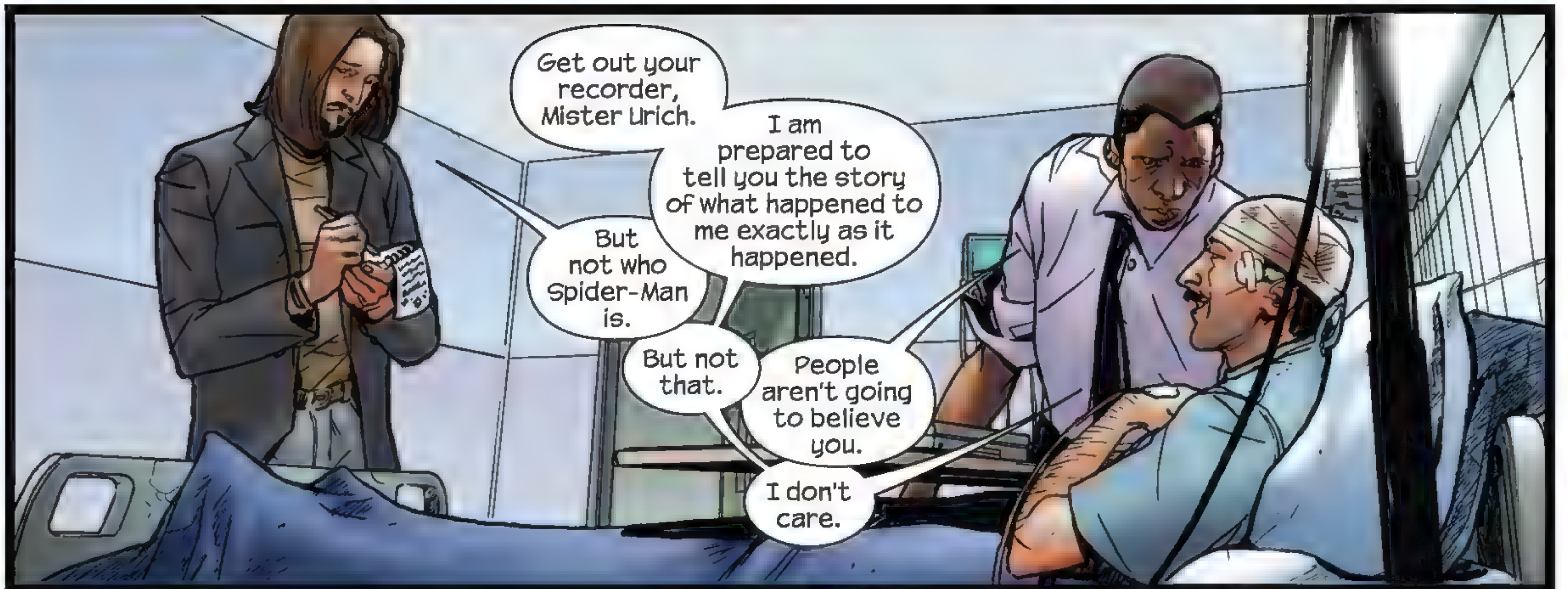
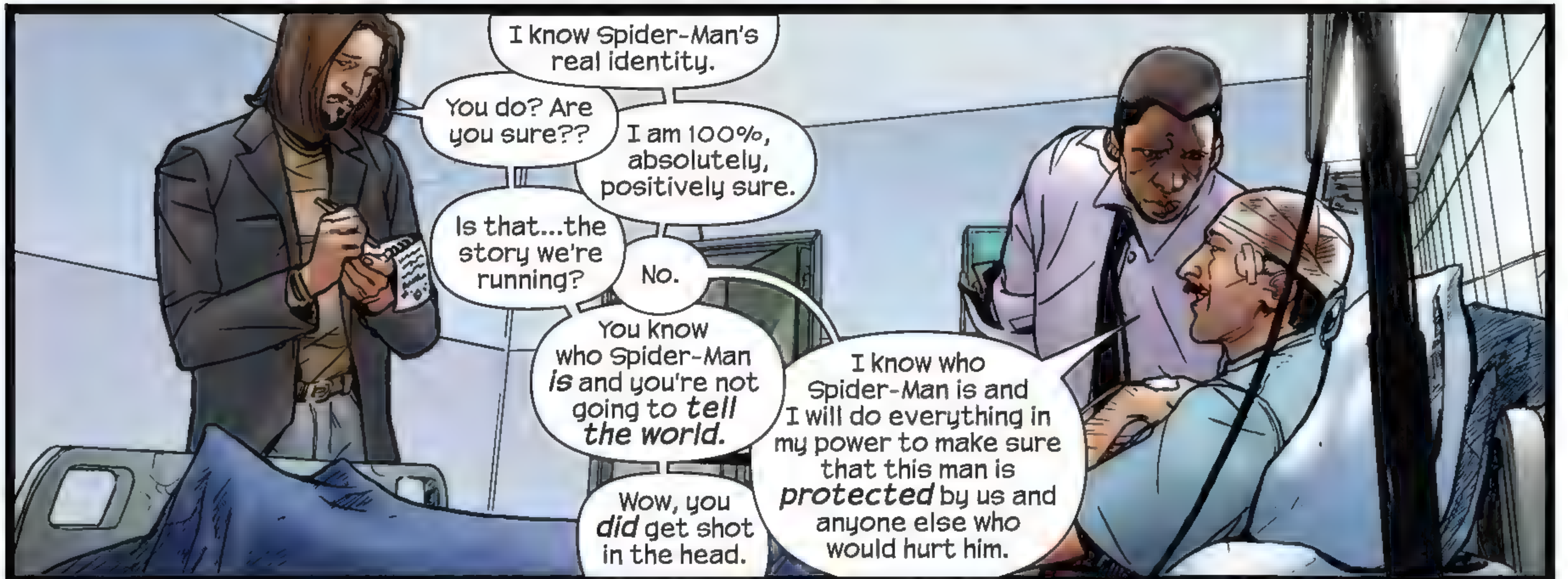
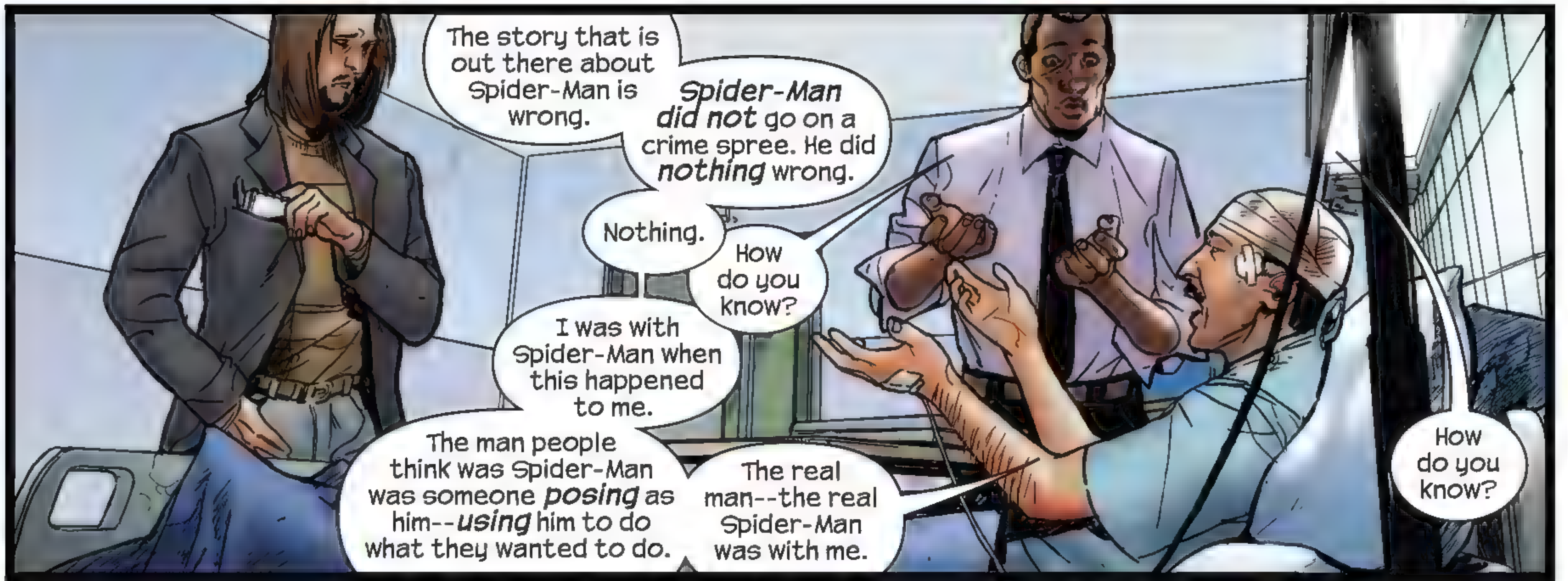


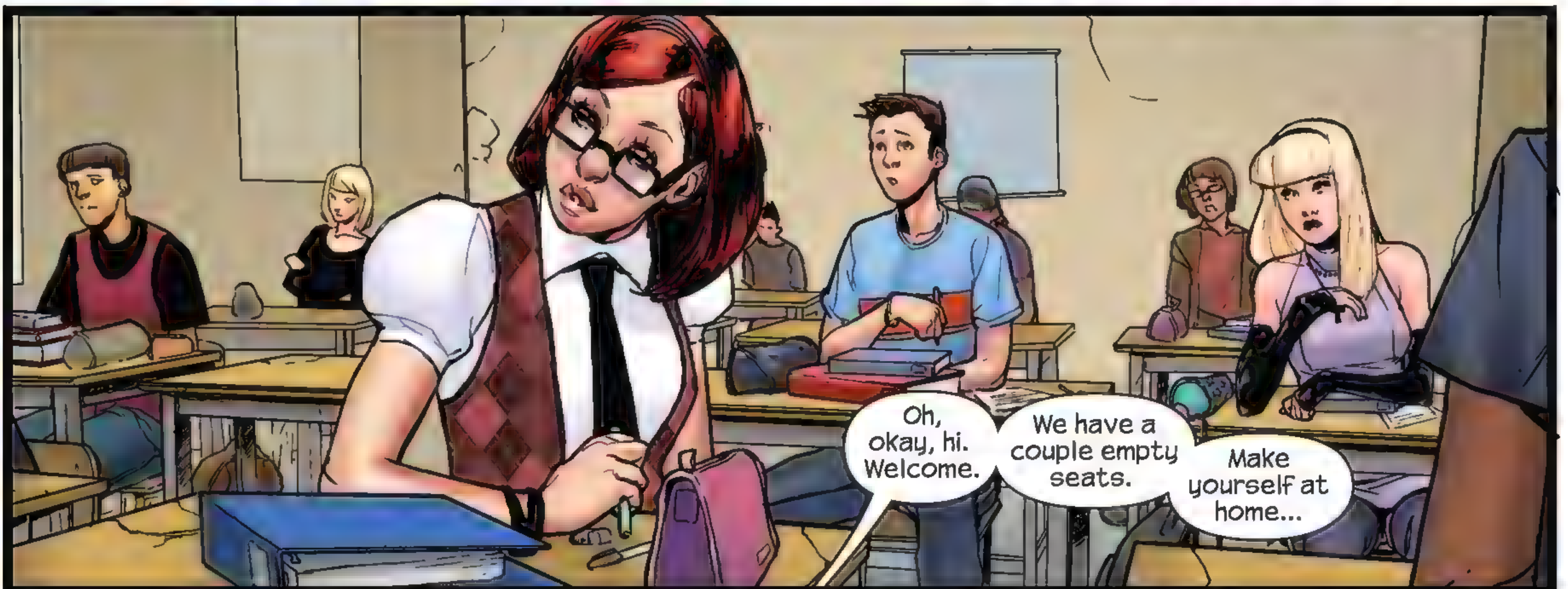
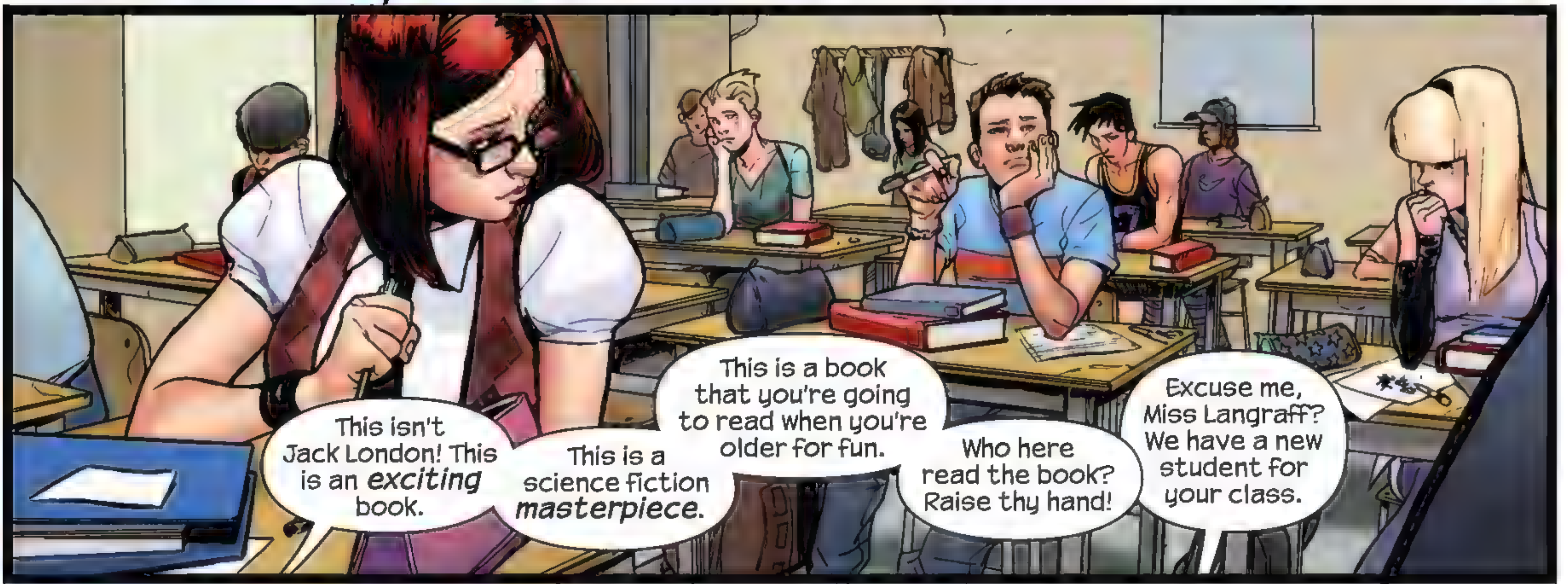


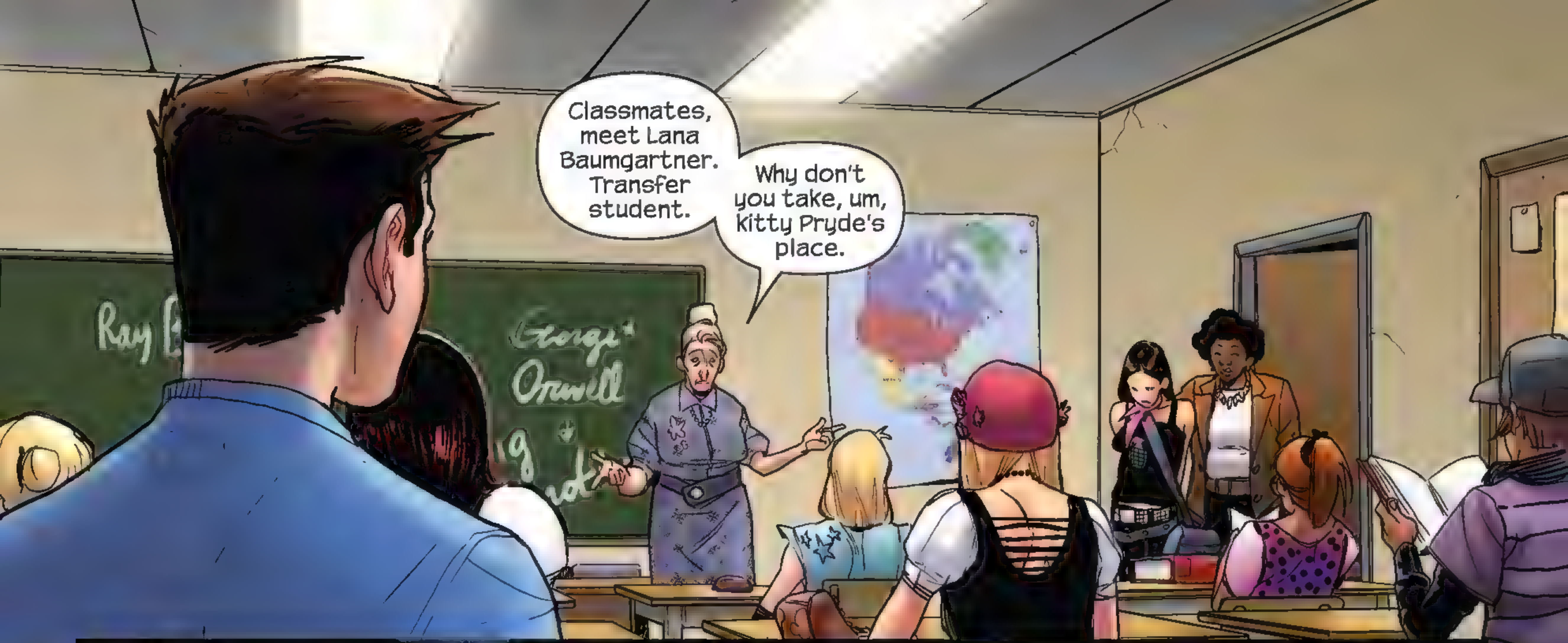


St. Mary's Hospital
J. Jonah Jameson, Publisher Of The Daily Bugle



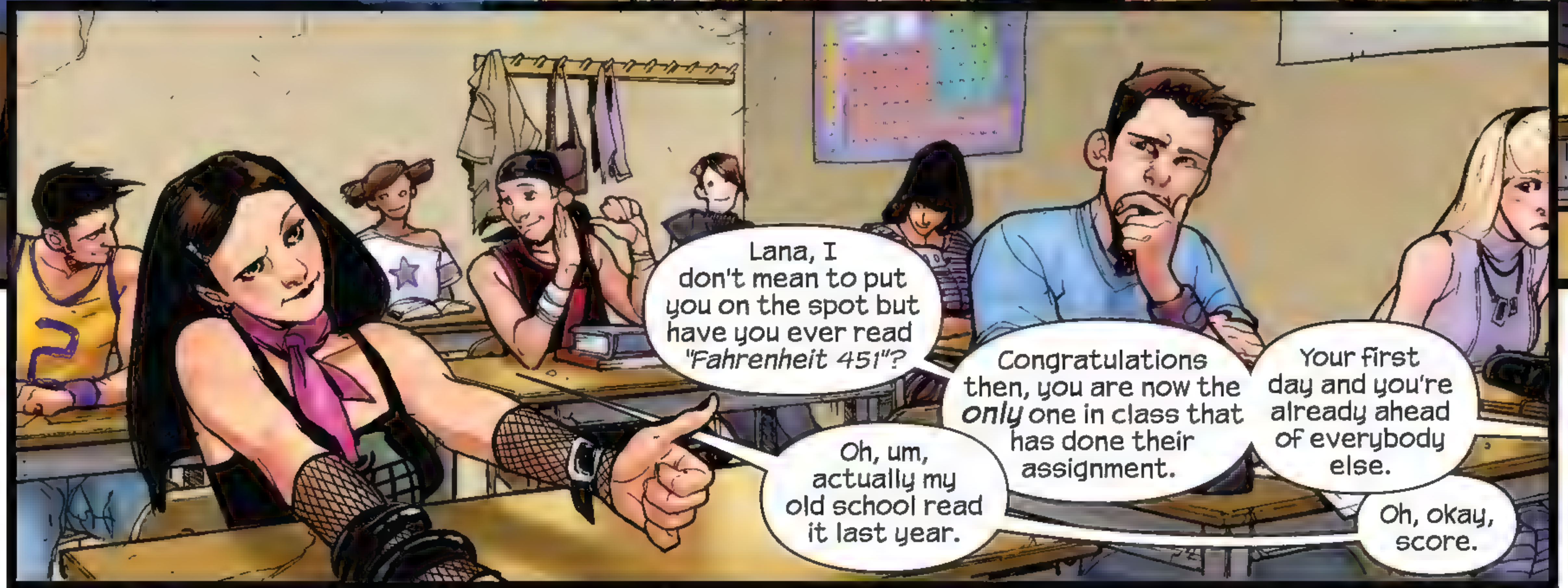






Classmates, meet Lana Baumgartner. Transfer student.

Why don't you take, um, Kitty Pryde's place.



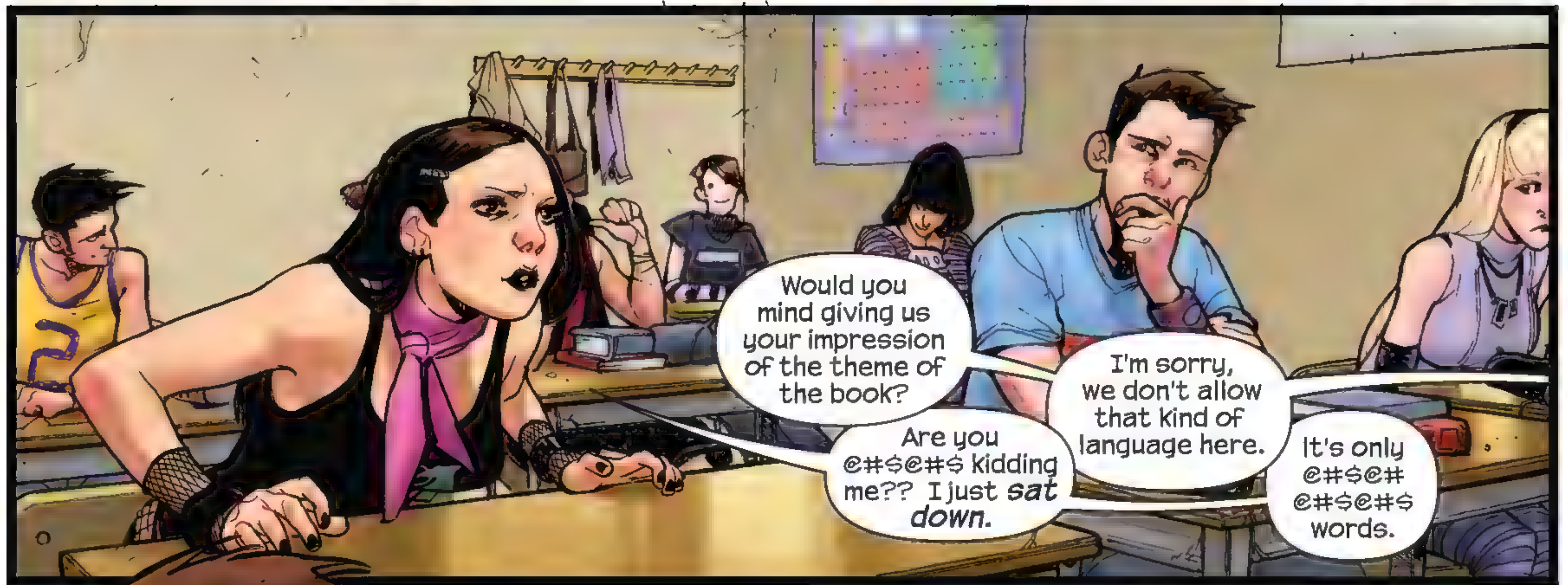
Lana, I don't mean to put you on the spot but have you ever read "Fahrenheit 451"?

Oh, um, actually my old school read it last year.

Congratulations then, you are now the **only** one in class that has done their assignment.

Your first day and you're already ahead of everybody else.

Oh, okay, score.



Would you mind giving us your impression of the theme of the book?

Are you @##\$@## kidding me?? I just **sat down**.

I'm sorry, we don't allow that kind of language here.

It's only @##\$@## @##\$@## words.



--which doesn't exactly make her mother of the--

Stupid @##\$@##!



No way.

I'm telling you.

You got hit on the head too many times.

Bobby, I'm telling you.



That girl and her mother are criminals who rob banks and jewelry stores dressed up in matching outfits and they call themselves the Bombshells.

A mother and daughter super villain team? That's hot.

What's hot about it?

I don't know.



Man, you need a girlfriend.

I do.

And now you want to *date* the super villain girl.

Leave me alone.

I mean, she's cute and all...

She's *not* a super villain.



You said--

She's a criminal. Not every criminal is a super villain.

She has powers?

She's not Magneto. Magneto was a super villain...

She robbed a jewelry store.

Hold on, I fought her once. I human torched her.

How is she not in jail?

Yeah, we both did.

I don't know.



How did you even recognize her?

I just did.

I'm going to ask her out.

I want to know *how* she's not in jail. They never go to jail.

I'm going to go talk to her.

Why?

Ask her if she likes movies. And tell her I'm really funny.

Good God, man.



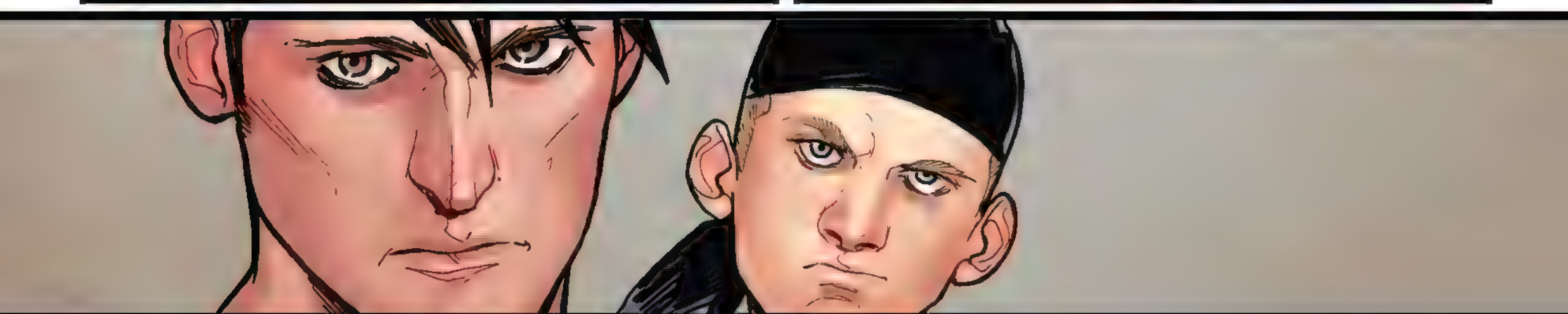
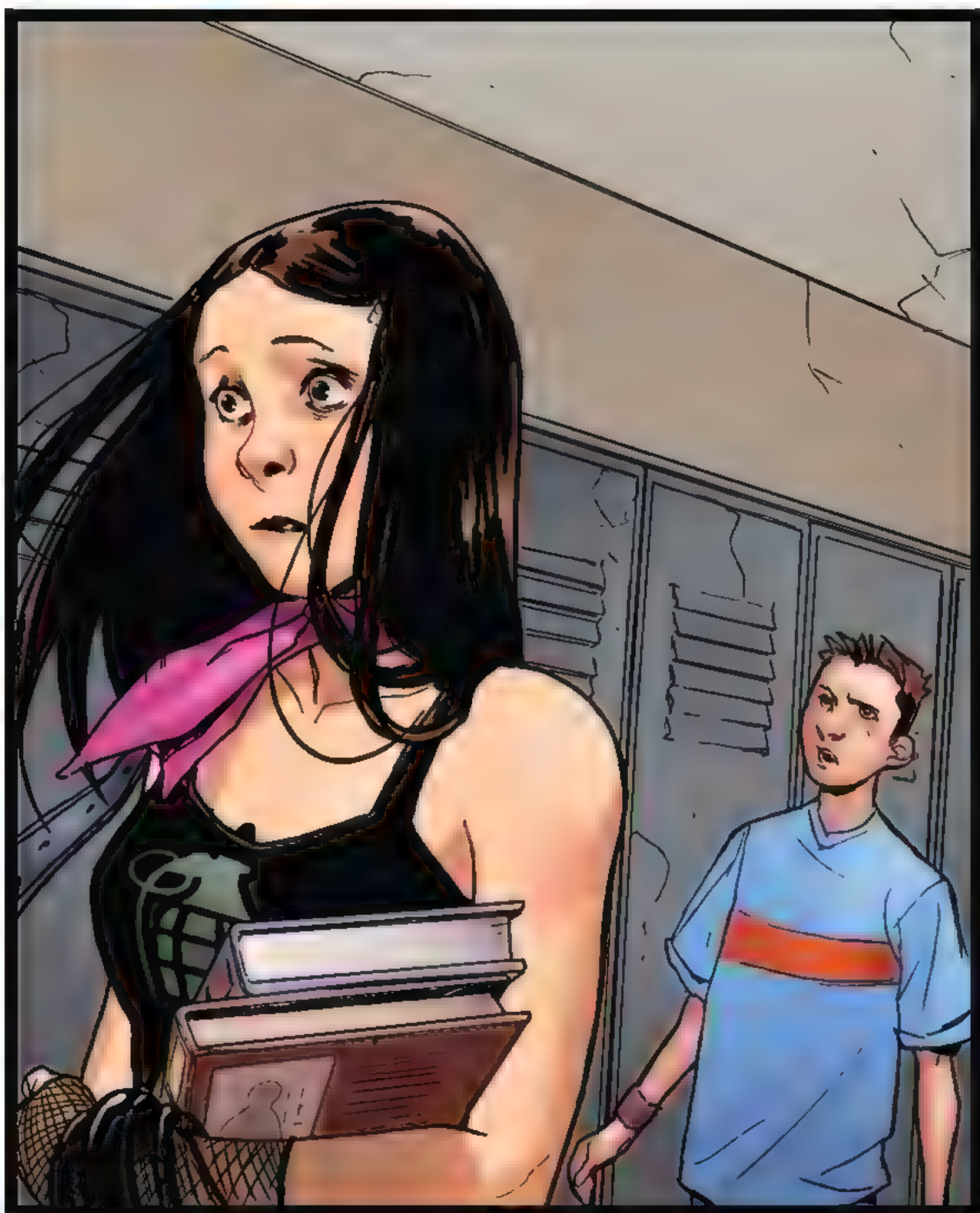
Stay here.

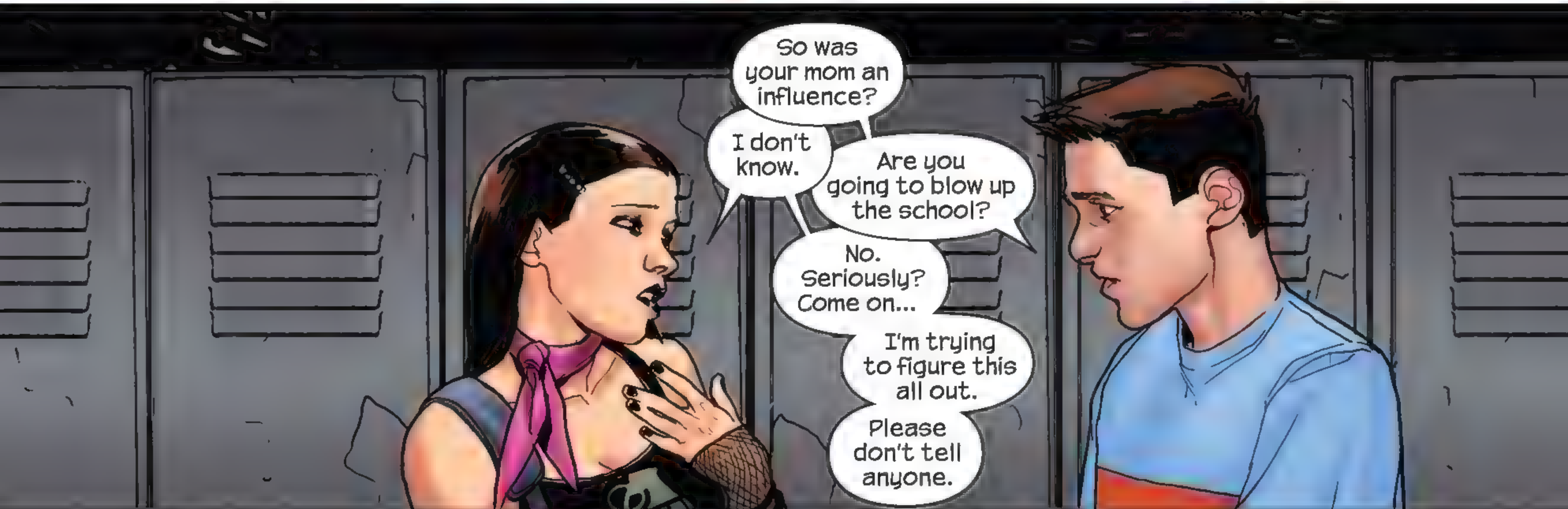
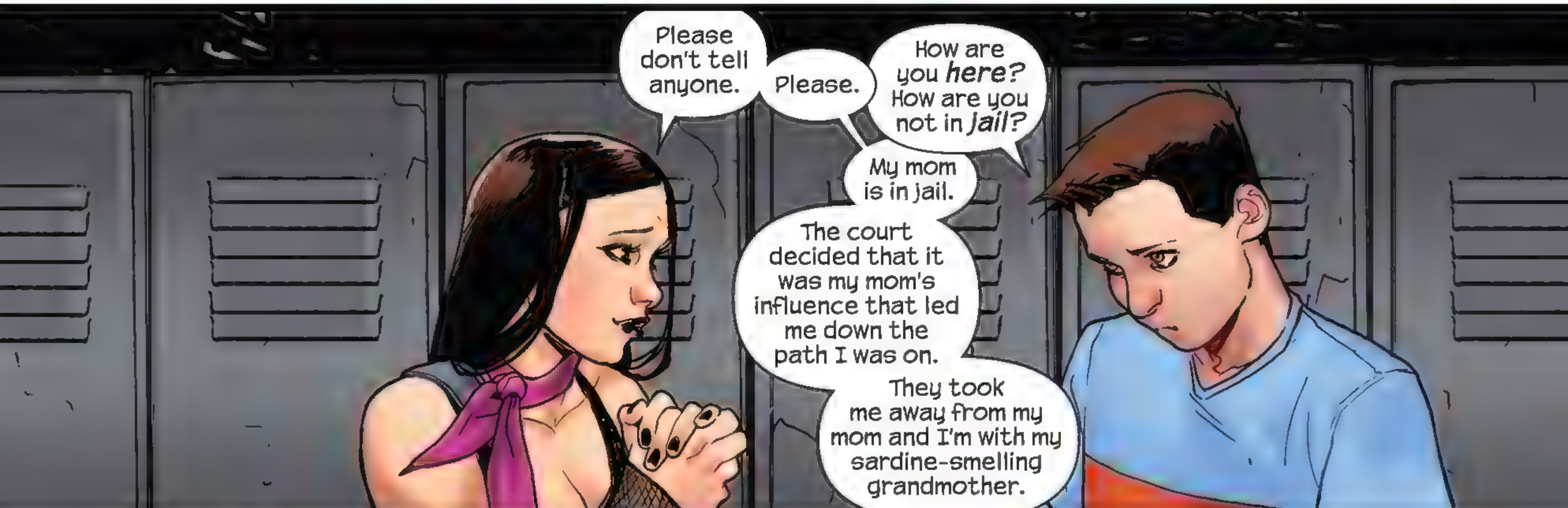
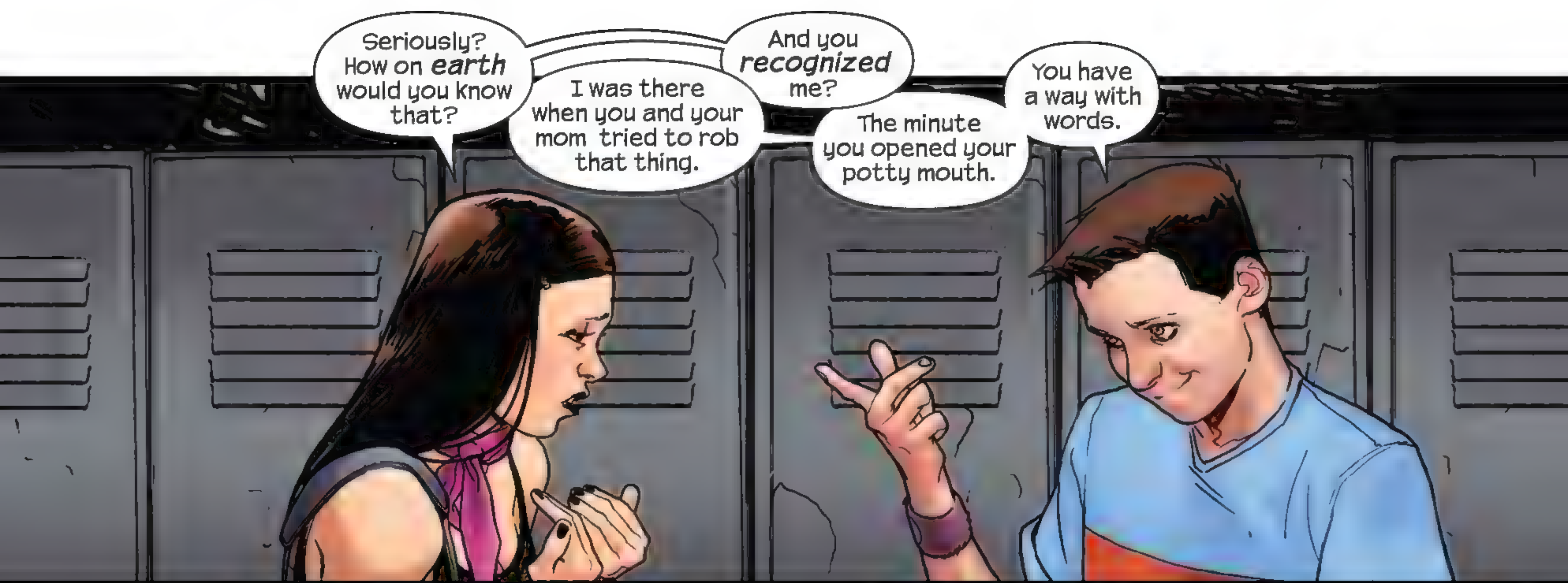
I can't watch this.

No. Stay. In case she does her bombshell exploding thing.

Oy.

I didn't even think of that.







Why is he talking to *her*?

Has he talked to *you* yet?

Uh, no.

Has he talked to *you* yet?

Not even a little.

So instead of talking to *us*, he's talking to her.

Y'know...

Maybe Peter Parker isn't the guy we think he is.

SLAM

Every girl.

Dude gets every girl.

You had your shot.

I did?

You missed it.

I did?



I know, right.
(Wow, he really didn't out me.)
This one wasn't my fault.
But still.
I know.
I can't believe someone else knows who you are.
It's only a matter of time before everyone in the world knows.

Or maybe not.
Hey...
Come on.
I am *so* sorry you got involved in this.
It wasn't your fault.
But you have no idea how badly I want you to not have to deal with *any* of this and yet...
I'm not mad at you.

I would be mad at you.
Have you talked to Gwen yet...?
She's next.
You should have gone to her first.
In order of what?
She took it the hardest.
Johnny thinks you did.
I did too.

I'm so sorry.
Well, you told me I should see other people.
Here is what I think...
And if I pass out before I finish the sentence it's only because this is the hardest thing I've ever had to say out loud.

I don't think he hit on me to hit on me.
I don't think that was his master plan.
I think he felt how much I love you...
And he went for it.



Oh.



We didn't *do* anything.
He tried, but I backed off.
I knew-- I knew *something* was off.
I knew it was...too good to be true.

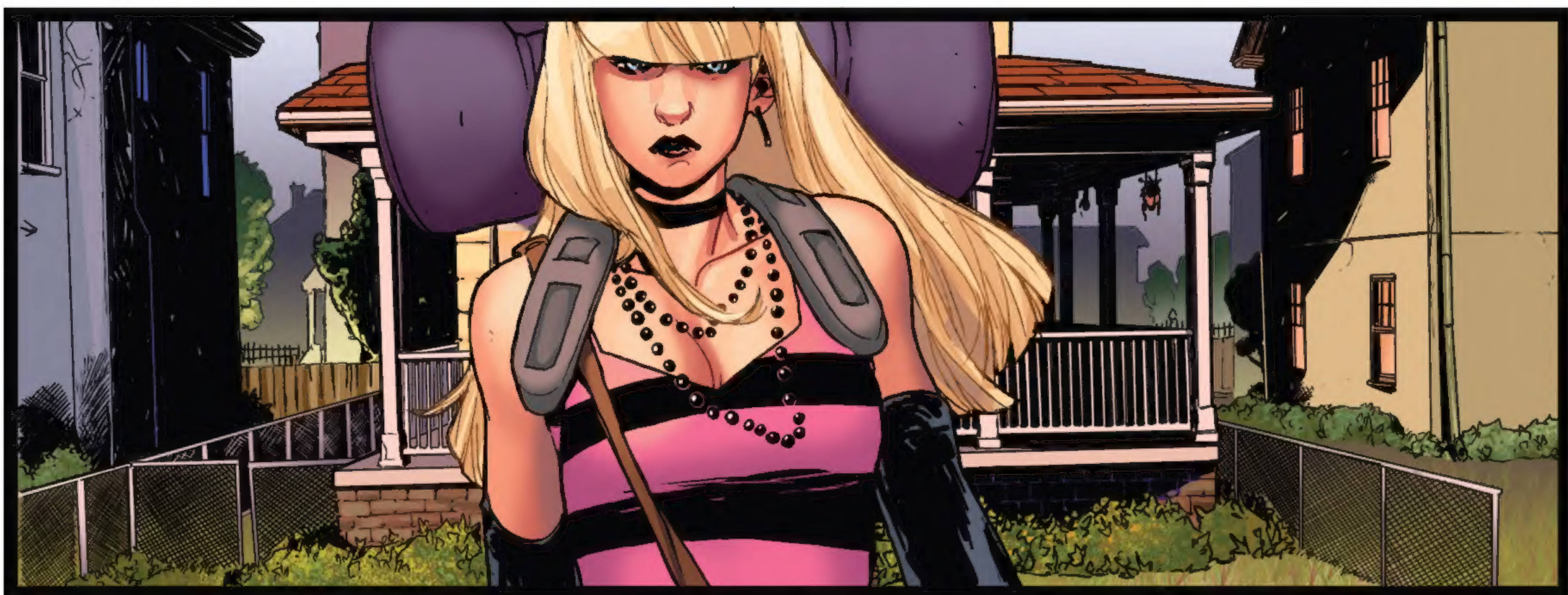


Now, I would like to go away from you as I am out of embarrassing things to say.

Mary...

Peter, go find your girlfriend.







NEXT ISSUE

**ULTIMATE
COMICS
ON SALE**



SPIDEY'S 150TH!



**ULTIMATE COMICS
MYSTERY #4
ON SALE NOW**



**ULTIMATE COMICS
AVENGERS 3 #3
ON SALE NOW**



**ULTIMATE COMICS
THOR #2**



NO NAME